

**Prisoner Visitation and Support  
Committee Charter  
Governance & Nominating Committee**

**Purpose:**

The Governance and Nominating Committee (the “Committee”) shall have the primary and initial responsibility for reviewing and suggesting ways to improve Board performance. This power is exercised through several responsibilities, including, among others, proposing new Director and officer candidates, evaluating Board performance annually, proposing Board education plans and events, and considering revisions to the governing documents of the Prisoner Visitation and Support Committee (the “Corporation”) when it deems appropriate.

**Membership:**

The Board Chair shall appoint all Director members of the Committee. The Committee may not exercise any powers or authority of the Board unless the Committee has no less than two (2) Directors as members. Non-Directors may also be appointed to any committee.

Only the Board Chair may remove Director members of the Committee. The Committee Chair may remove any and all other Committee members without cause.

The Committee may have as many members as deemed fit by the Committee.

**Authority:**

The Committee is an advisory committee only and has no authority to exercise any powers or assume any authority of the Board unless such power or authority is otherwise expressly directed and provided for by the Board.

A majority of the Committee members shall constitute a quorum. The vote of a majority of the members present at a meeting at which a quorum is established shall be sufficient to authorize such act or otherwise address the issue or answer the question on behalf of the Committee.

The Committee members shall elect a Committee Chair annually. The Committee Chair may invite any Director, officer, staff member, expert or other advisor who is not a member of the Committee to attend, but these individuals have no voting power.

**Responsibilities:**

The Committee shall present the Board with a slate of Board and officer candidates to be elected at the Board’s Annual Meeting of each calendar year. The Committee may also present Board and officer candidates to the Board for approval at any other Board meeting at the Committee’s discretion. In executing these duties, the Committee shall evaluate the needs of the Board and develop a profile, checklist, or other methods to evaluate potential Board and officer candidates that will likely fulfill such needs. When presenting potential Board and officer candidates to the Board, the Committee shall inform the Board about the method(s) it

utilized to evaluate the candidates presented.

The Committee shall, at least annually, consider and propose to the Board further developed, refined, or modified:

- Board position descriptions that do not conflict with the Corporation's Bylaws
- Governance documents, including, but not limited to, the Corporation's Bylaws, Articles of Incorporation, and conflicts of interest policy
- Committees and committee charters, including standing and ad hoc committees (or any equivalent, like working groups)

If the Committee determines that no changes are needed, such conclusion shall be reported to the Board at least annually.

The Committee shall, at least annually, assess Board performance, collectively and individually. This includes determining whether the Board is meeting the needs of the Corporation's various constituencies, including, but not limited to, prisoners, visitors, donors, partner organizations, and other advocates of the Corporation. The Committee shall, at least annually, report its findings and any related recommendations to the Board.

The Committee shall at least identify (and where appropriate implement), with the assistance of the Corporation's staff, Board orientation and other ongoing Board education efforts.

The Committee will endeavor to meet at least quarterly and more often as needed.

The Committee Chair or a designee will maintain and keep a copy of Committee meeting minutes, which shall be made available to any and all Board members upon request.

The Committee shall review its charge under the Board-approved strategic plan at least annually, and report on its progress per the strategic plan at the annual Board meeting.

The Committee will review its charter at least biannually and recommend any proposed changes to the Board for review.

**Date of Board Approval of Charter:** September 11, 2021